hours per response......16.00

FORM D

Ecclit

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

TOO	m		T
$\mathbf{F}\mathbf{O}$	к	M	1.

OMB APPROVAL					
OMB NUMBER:	3235-0076				
Expires:	June 30, 2008				
Estimated average burden					

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

	SEC US	E ONLY		
Prefix :	Serial			
	DATE RE	CEIVED		
- 1				

Name of Offering (L) check if this is an amendme	nt and name has changed, and indicate change.)	
Limited Partnership Interests		
Filing Under (Check box(es) that apply): Type of Filing: ■ New Filing □ Amendment	□ Rule 504 □ Rule 505 ■ Rule 506 □ Section	4(6) D ULOE
	A. BASIC IDENTIFICATION DAT	
1. Enter the information requested about the issue	ट	
Name of Issuer (check if this is an amendment	and name has changed, and indicate change.)	08053393
North Bridge Venture Partners 7, L.P.		
Address of Executive Offices (Number and	Street, City, State, Zip Code)	Telephone Number (Including Area Code)
950 Winter Street, Suite 4600, Waltham, MA	02451	781-290-0004
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
Brief Description of Business:		
Venture capital investments		PROCESSED
Type of Business Organization		N uu 1 4 2000
☐ corporation	□ limited partnership, already formed	□ other (please specify): ↓ JUL 14 2008
☐ business trust	■ limited partnership, to be formed	
Actual or Estimated Date of Incorporation or Org Jurisdiction of Incorporation or Organization: (En	Month Year anization 07 08 □ Actual ■ Estin ter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction	:

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

4	DACTO	INDESTRUCTION	ΙCΑΤΙΟΝ DAT	
	RANII	THE PARTY OF THE P		А

•	-	A. BASIC IDENT	IFICATION DATA						
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 									
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ■ General Partner									
Full Name (Last name first, if individual)									
	•••								
North Bridge Venture Management 7, L Business or Residence Address	Mumber and S	Street, City, State, Zip Co		 					
business of residence Address	(Number and S	duct, City, State, Zip Co	ucj						
950 Winter Street, Suite 4600, Waltham	, MA 02451								
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	□ Director	■ General Partner				
Full Name (Last name first, if individual)	<u> </u>								
· ·									
NBVM GP, LLC Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)						
business of residence routess	(14milloe) and 2	nicci, City, State, Zip Co	uc)	•					
950 Winter Street, Suite 4600, Waltham	, MA 02451								
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individual)									
Business or Residence Address	(Number and S	treet, City, State, Zip Cod	le)						
Dustines of Residence Address	(rumber and 5	ncei, City, Suite, Zip Co.	ic <i>)</i>						
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	□ Executive Officer	□ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individual)			*						
		•							
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	(e)						
	(14dinoci and 5	nock, City, Blate, Zip Coc	,						
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individual)									
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)						
24011000 01 1100100100 11001000	(, , , , , , , , , , , , , , , , , , ,	,						
					•				
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individual)									
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)	· · · •					
	`		•						
	Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner								
Full Name (Last name first, if individual)	Full Name (Last name first, if individual)								
Business or Residence Address (Number and Street, City, State, Zip Code)									
	-	· · ·							

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

☐ Executive Officer

□ Director

☐ Beneficial Owner

(Number and Street, City, State, Zip Code)

☐ General and/or Managing Partner

Check Box(es) that Apply:

Business or Residence Address

Full Name (Last name first, if individual)

☐ Promoter

		<u>-</u> -		B.	INFORM.	TION ABO	UT OFFER	UNG				
								Yes	No			
1. H								•				
			nswer also in	• • •	•	-						
2. W	2. What is the minimum investment that will be accepted from any individual?								\$ <u>n/a</u>			
										Yes	No -	
	3. Does the offering permit joint ownership of a single unit?											
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
	ime (Last name	first, if individ	ual)			•						
None.		<u>.</u>										
Busine	ss or Residence	Address (Num	ber and Street	, City, State,	Zip Code)							
Nama	of Associated Bi	nter or Dealer										
Name	or Associated Di	OKEI OI DEAIGI										
States i	in which Person	Listed Has So	licited or Inter	nds to Solicit	Purchasers							
		I States" or che							••••••		All States	
_[AL _ [IL] _ [M] _ [RI]	_ (IN) [] _ (NE)	_ [AZ] _ [IA] _ [NV] _ [SD]	_ [AR] _ [KS] _ [NH] _ [TN]	_ [CA] _ [KY] _ [NJ] _ [TX]	_ [CO] _ [LA] _ [NM] _ [UT]	_ [CT] _ [ME] _ [NY] _ [VT]	_ [DE] _ [MD] _ [NC] _ [VA]	_ [DC] _ [MA} _ [ND] _ [WA]	_ [FL] _ [MI] _ [OH] _ [WV]	_ [GA] _ [MN] _ [OK] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
	me (Last name i	first, if individu	ıal)									
Busine	ss or Residence	Address (Nu	mber and Stre	et, City, Stat	e, Zip Code)						
Name	of Associated B	roker or Dealer	·							· · · · · · · · · · · · · · · · · · ·		
States	in which Person	Listed Has So	licited or Inter	nds to Solicit	Purchasers							
	(Check "A	ll States" or ch	eck individual	States)	*************			-,			All States	
_[AL _ [IL] _ [M' _ [RI	.] _{AK] } _[IN] T] _[NE]	_ [AZ] _ [IA] _ [NV] _ [SD]	_ {AR] _ [KS} _ [NH] _ [TN]	_ [CA] _ [KY] _ [NJ] _ [TX]	_ [CO] _ [LA] _ [NM] _ [UT]	_ [CT] _ [ME] _ [NY] _ [VT]	_ [DE] _ [MD] _ [NC] _ [VA]	_ [DC] _ [MA] _ [ND] _ [WA]	_ [FL] _ [MI] _ {OH] _ [WV]	_ [GA] _ [MN] _ {OK] _ [WI]	_ (HI) _ {MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full Na	ame (Last name	first, if individ	lual)								<u> </u>	
Busine	ss or Residence	Address (Nu	imber and Stre	eet, City, Sta	te, Zip Code)		•				
Name	of Associated B	roker or Deale	г			<u></u>						
States	in which Person	Listed Has So	licited or Inte	nds to Solici	t Purchasers						_	
- man		ll States" or ch								0	All States	
	·											tibi
_[Al _ [IL _ [M _ [RI] _ [IN] T] _ [NE]	_ [AZ] _ [IA] _ [NV] _ [SD]	_ [AR] _ [KS] _ [NH] _ [TN]	_ [CA] _ [KY] _ [NJ] _ [TX]	_ (CO) _ [LA] _ [NM] _ (UT]	_ (CT) _ [ME] _ [NY] _ (VT)	_ [DE] _ [MD] _ [NC] _ [VA]	_ [DC] _ [MA] _ [ND] _ [WA]	_ [FL] _ [M]] _ [OH] _ [WV]	_ [GA] _ [MN] _ [OK] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

l.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box nand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security	_	
	Debt	S	2
	Equity	s	S
	D Common D Preferred		
	Convertible Securities (including warrants)	s	\$
	Partnership Interests	\$ 525,000,000	s <u> </u>
	Other (Specify)	s	\$
	Total	\$ 525,000,000	\$0
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	0	\$0
	Non-accredited Investors		s
	Total (for filings under Rule 504 only)		
	Total (Io. Innigo alloca Italio po Volla),		s
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.	Type of Security	Dollar Amount Sold
	Type of offering		s
	Rule 505		\$
	Regulation A		3
	Rule 504		s
	Total		s
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		•
	Transfer Agent's Fees		S
	Printing and Engraving Costs		S
	Legal Fees	0	S
	Accounting Fees		\$
	-		<u></u>
	Engineering Fees.	0	·
	Sales Commissions (specify finders' fees separately)	0	3
	Other Expenses (identify) Organizational and offering expenses	=	\$ <u>500,000</u>
	Total		\$_500,000

	C. OFFERING PRICE, NUMBER	R OF INVESTORS, EXI	enses an	D USE OF PROCEEDS			
	b. Enter the difference between the aggregate offering price give I and total expenses furnished in response to Part C – Question 4 "adjusted gross proceeds to the issuer."	\$ <u>524,500,000</u>					
•	Indicate below the amount of the adjusted gross proceeds to the i for each of the purposes shown. If the amount for any purpose is and check the box to the left of the estimate. The total of the pay adjusted gross proceeds to the issuer set forth in response to Part	not known, furnish an es ments listed must equal t	timate				
				Payments to Officers, Directors, & Affiliates		Payments To Others	
	Salaries and fees	***************************************	.0	. s	0	\$	
	Purchase of real estate	*****************************	0	5	O	\$	
	Purchase, rental or leasing and installation of machinery and equ	ipment		3	D	\$	
	Construction or leasing of plant buildings and facilities	P444811777.4244773311.494747444	o	\$ <u>.</u>	o	s	
	Acquisition of other business (including the value of securities in that may be used in exchange for the assets or securities of anoth merger)	er issuer pursuant to a	0	5	0	•	
	Repayment of indebtedness			\$	-	\$s	
	Working capital		<u>.</u>	s	O		
	Other (specify):		B			\$ 524,500,000	
	Other (specify):		D	s	a	3	
				e -			
		•	Ö	* 	0	\$	
	Column Totals		· ·	\$. •	\$ <u>524,500,000</u>	
	Total Payments Listed (column totals added)	***************************************		\$ \$ <u>524,500,000</u>			
	מ	. FEDERAL SIGNATU	RE				
						·	
י מ	e issuer has duly caused this notice to be signed by the undersigned undertaking by the issuer to furnish to the U.S. Securities and Excharacted investor pursuant to paragraph (b)(2) of Rule 502.	duly authorized person. I ange Commission, upon v	if this notice written reque	is filed upder Rule 505, the st of its staff, the information	following a a furnished	signature constitutes by the issuer to any	
551	ner (Print or Type) Signature	. //		Date		•	
	rth Bridge Venture Partners 7, L.P.	ul July	W_	Júlý 1 , 2008		<u> </u>	
la:	me of Signer (Print or Type) Title of Sign	er (Print or Type)					

ATTENTION

Manager of the General Partner of the Issuer

Edward T. Anderson

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

